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FORM D

UNITED STATES SEC Mail Processing SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Section

JUL 24 2008

FORM D

NOTICE OF SALE OF SECURITIES

D E

Washington, DC PURSUANT TO REGULATION D. 1001 **SECTION 4(6), AND/OR**

UNIFORM LIMITED OFFERING EXEMPTION

OMB Approval OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden hours per response . . . 16.00

SEC USE ONLY

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Name of Offering (check if this is an	PROCESSED					
Exagen Diagnostics, Inc. Series A-1 P	PROG-					
Filing Under (Check box(es) that apply)	: Rule 504 Rule 505	■ Rule 506	☐ Section 4(6)	□ ULOE 2 8 2008		
Type of Filing: New Filing Ame	ndment			THOMSON REUTERS		
	A. BASIC IDENT	IFICATION DATA		THOMSON REDIENS		
1. Enter the information requested abou	t the issuer		•	Mone		
Name of Issuer (check if this is	an amendment and name has changed	d, and indicate change.)				
Exagen Diagnostics, Inc.						
Address of Executive Offices (Number a	and Street, City, State, Zip Code)			Number (Including Area Code)		
801 University Blvd., SE, Suite 209, A	Albuquerque, NM 87106		(505) 272	2-7966		
Address of Principal Business Operation	is (Number and Street, City, State, Zip	Code)	Telephone	Number (Including Area Code)		
(if different from Executive Offices)						
Brief Description of Business				3 4 9 3 11		
Provider of prognostic reagents for co	mmercial laboratory testing and for	pharmaceutial use in cl	inical trials.			
Type of Business Organization						
□ corporation	 limited partnership, already form 	ned 🔲 other (please specify):	08056637		
☐ business trust	limited partnership, to be formed	<u> </u>				
	Mon	th Year				
Actual or Estimated Date of Incorporation or Organization:						
Jurisdiction of Incorporation or Organiza		rvice abbreviation for St	ate;			

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

CN for Canada; FN for other foreign jurisdiction)

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below, or if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972 (6-02) 1 of 8

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

 Each general and m 	anaging partner of p	partner issuers.			
Check box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if Tuttle, Waneta C.	individual)				
Business or Residence Addres 801 University Boulevard, SE					
Check box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if Patel, Dinesh	individual)				
Business or Residence Addres 2795 E. Cottonwood Parkway					
Check box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if Birk, Brian	individual)		11111		
Business or Residence Addres 301 Griffin Street, Santa Fe, N	`	eet, City, State, Zip Code)			
Check box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if Stevens, Todd	individual)				
Business or Residence Addres One South Main Street, Suite	•	· · ·			
Check box(es) that Apply:	☐ Promoter		☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if New Mexico Co-Investment I	•				
Business or Residence Addres 303 Broadway, Suite 1200, C					
Check box(es) that Apply:	☐ Promoter	■ Beneficial Owner ■ Company of the last	Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if Tullis-Dickerson Capital Focu					····················-
Business or Residence Addres Two Greenwich Plaza, 4th Flo					
Check box(es) that Apply:	☐ Promoter		Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if vSpring SBIC, L.P.	`individual)				
Business or Residence Addres 2795 E. Cottonwood Parkway					

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities
 of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

• Each general and managing partner of partner issuers.							
Check box(es) that Apply:	☐ Promoter	⊠ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if Wasatch Venture Fund III, LI	·						
Business or Residence Addres One South Main Street, Suite							
Check box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if NMSIC Co-Investment Fund,	·						
Business or Residence Addres 301 Griffin Street, Santa Fe, N	•	eet, City, State, Zip Code)					
Check box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		Director	☐ General and/or Managing Partner		
Full Name (Last name first, if Davis, Lisa M.	individual)		· · · · · · · · · · · · · · · · · · ·				
Business or Residence Addres 801 University Boulevard, SE							
Check box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if	individual)						
Business or Residence Addres	ss (Number and Stre	eet, City, State, Zip Code)					
Check box(es) that Apply:	☐ Promoter	□ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner		
Full Name (Last name first, if	individual)						
Business or Residence Addres	ss (Number and Stre	eet, City, State, Zip Code)					
Check box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner		
Full Name (Last name first, if	individual)						
Business or Residence Address	ss (Number and Stre	eet, City, State, Zip Code)					
Check box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if	individual)						
Business or Residence Address	s (Number and Stre	eet, City, State, Zip Code)					

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

B. INFORMATION ABOUT OFFERING												
				B. IN	IFORM.	ATION A	BOUT (OFFERI	NG			
											Yes	No
I. Has ti	ne issuer sol	ld or does ti	he issuer in									
						Appendix, (f filing und	ler ULOE.			
2. What is the minimum investment that will be accepted from any individual?								<u>\$N/</u>	<u>A</u>			
3. Does the offering permit joint ownership of a single unit?								Yes ⊠	No □			
comm a pers states	4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.											
Full Nam None - N	e (Last nam √A	e first, if in	dividual)	<u>-</u> .	·							_
Business	or Residenc	e Address	(Number ar	nd Street, C	ity, State, Z	Cip Code)						
Name of	Associated	Broker or I	Dealer									
	Which Personal States" of								,.,	🗖 All	States	
[AL]	[AK]	$\prod [AZ]$	[AR]	[CA]	☐[CO]	□ [CT]	□ [DE]	[DC]	[FL]	☐ [GA]	□ [HI]	[ID]
[IL]	\square [IN]	[AI]	☐ [KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[vи]	□ [NH]	[NJ]	[MM]	NY]	[NC]	MD]	[HO]	[OK]	[OR]	[PA]
[RI]	[sc]	[SD]	[TN]	□ [TX]	☐ [UT]	[VT]	[VA]	[WA]	[WV]	□[WI]	☐ [WY]	□ [PR]
Full Nam	e (Last nam	e first, if in	dividual)			•						
Business	or Residenc	e Address	(Number ar	nd Street, C	ity, State, Z	Cip Code)		•				
Name of	Associated	Broker or I	Dealer									
	Which Personal States" of				to Solicit I	Purchasers	************			🗆 All	States	
[AL]	[AK]	[AZ]	[AR]	CA]	[co]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	\prod [IN]	[AI]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[TM]	[NE]	[лл]	[NH]	[ЦИ]	[ми]	[үи]	☐ [NC]	[Д[ND]	□ [OH]	□ (OK)	[OR]	[PA]
[RI]	[sc]	[SD]	□ [TN]	[TX]	[UT]	[TV]	[VA]	[AW]	☐ [WV]	[WI]	[WY]	[PR]
Full Nam	e (Last nam	e first, if in	dividual)									
Business	or Residenc	e Address ((Number ar	nd Street, C	ity, State, Z	Cip Code)						
Name of	Associated	Broker or D	Dealer									
	Which Personal States" of					urchasers				🗖 Ali	States	
[AL]	[AK]	[AZ]	[AR]	CA]	□[co]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[Ir]	_ [NI]	[IA]	(KS]	[KY]	[LA]	[ME]	 [MD]	[MA]	[MI]	[MN]	[MS]	[MO]
 [MT]	[NE]	 [NV]	[NH]		[NM]	[иу]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[sc]	[SD]	TN]	[XT]		[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero". If the transaction is an exchange offering, check this box \sum and indicate in the column below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Already Type of Security Offering Price Sold Debt Equity 3,000,000 \$ 1,394,475 ☐ Common □ Preferred Convertible Securities (including warrants). Partnership Interests 0 \$___ 0 Other (Specify _____) 0 \$ 0 Total 3,000,000 \$_ 1,394,475 Answer also in Appendix, Column 3, if filing under ULOE 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Aggregate Dollar Amount Investors Of Purchases 1,394,475 Accredited Investors 0___ Non-accredited Investors \$___ Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, filing under ULOE 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Dollar Amount Type of Type of Offering Security Sold Rule 505 Regulation A

	Rule 504		_ \$
	Total		\$
4.a.	Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees	\boxtimes	\$
	Accounting Fees		\$
	Engineering Fees		\$
	Sales Commissions (Specify finder's fees separately)		\$
	Other Expenses (identify)		\$
	Total	\boxtimes	\$ <u>75,000</u>
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		C. OFFERING PRICE, NU	MBER OF INVESTORS,	EXPENSES AN	D USE	OF	PROCI	εE	DS	
-	total	ter the difference between the aggregate expenses furnished in response to Par exeds to the issuer."	offering price given in response t C-Question 4.a. This differen	to Part C-Question ce is the "adjusted	1 and gross				\$2,925,000	
5.	of the	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must be equal to the adjusted gross proceeds to the issuer set forth in response to Part C-Question 4.b. above.						3	Payments To	
							Affiliates		Others	
		Salaries and fees								
		Purchase of real estate								
		Purchase, rental or leasing and installation	, , ,		_	\$			•	
		Construction or leasing of plant building	s and facilities	**************************	🛘	\$			\$	
		Acquisition of other businesses (including may be used in exchange for the assets of				s	0	⊐	\$	
		Repayment of indebtedness		***************************************	🛮	\$		3	<u>\$</u>	
	٠.,	Working capital			🗖	\$		X	\$ 2,925,000	
		Other (specify)			_ 0	\$	C		\$	
					- 🏻	\$		_	\$	
		Column Totals	***************************************	***************************************	🛛	\$		X	\$ 2,925,000	
		Total Payments Listed (column totals ad	ded)	•	••••••		⋈	\$_	2,925,000	
_			D. FEDERAL SIGNA	TURE						
sig	nature	er has duly caused this notice to be signe constitutes an undertaking by the issuer ion furnished by the issuer to any non-acc	to furnish to the U.S. Securities a	ind Exchange Comr	nission,					
İss	ucr (P	rint or Type)	Signature	D	ite		<u> </u>	_		
Ex	agen I	Diagnostics, Inc.	11/2 7 Colus	el Ju	<u>3 يو</u>	_, 200	08			
Na	me of	Signer (Print or Type)	Title of Signer (Print or Type)							
Wa	incta (C. Tuttle	President and CEO							

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

